

BYLAWS

The Knoxville Knox County Knoxville Utilities Board Geographic Information System (KGIS)

ARTICLE I. NAME AND PURPOSE

- 1.1 NAME. The name of the organization is the KNOXVILLE / KNOX COUNTY / KNOXVILLE UTILITIES BOARD GEOGRAPHIC INFORMATION SYSTEM (hereinafter "KGIS")
- 1.2 CHARTER AGREEMENT. KGIS was established by formal Tri-Party Agreement ("Original Agreement") on August 9th, 1985. On _____, an Amended Tri-Party Agreement (the "Amended Agreement") was entered into which replaced the Original Agreement in its entirety. These Bylaws are adopted pursuant to authority granted in the Amended Agreement.
- 1.3 DEFINITION. KGIS encompasses the GIS data and system resources, the management structure, the staff, and GIS users of the City of Knoxville, Knox County and the Knoxville Utilities Board.
- 1.4 MISSION AND GOALS.
 - 1.4.1 MISSION: KGIS will provide coordinated geographic information management for the City of Knoxville, Knox County, and the Knoxville Utilities Board (hereinafter "KUB") to support the public need.
 - 1.4.2 GOALS:
 - 1.4.2.1 Maintain shared geographic data covering the Knox County and the KUB service area accessible to all KGIS users.
 - 1.4.2.2 Maintain and provide access to geographic information through reliable, flexible, and easy-to-use applications.
 - 1.4.2.3 Deliver GIS training, technical support, and application development services to ensure the effective use of geographic information.
 - 1.4.2.4 Respond to requests for map products and digital data.
 - 1.4.2.5 Promote sharing and integration of geographic information through standards and joint participation in systems development.
 - 1.4.2.6 Promote an understanding of GIS capabilities and awareness of KGIS resources.
 - 1.4.2.7 Encourage mutually beneficial partnership with external parties.

ARTICLE II. KGIS POLICY BOARD

- 2.1 PURPOSE AND POWERS. The KGIS Policy Board is established in the Amended Agreement as the governing body for KGIS.
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- 2.1.1 The Policy Board shall have the power and responsibility to carry out the intent, purpose and objectives of KGIS as set out in the Amended Agreement.
 - 2.1.2 The Policy Board will be responsible for high-level oversight, the approval of KGIS policies, and the approval of funding for KGIS operation.
 - 2.1.3 The Policy Board shall have the authority, at its discretion, to hire a KGIS Director, and shall be responsible for selecting the individual to serve in that capacity.
 - 2.1.4 The KGIS Director shall be responsible for the day-to-day operation of KGIS according to policies and procedures approved by the Policy Board.
 - 2.1.5 The Policy Board will rely upon the KGIS Executive Committee (*see Article IV: Executive Committee*) to oversee and provide input to the KGIS Director on operational matters and to provide information to the Policy Board on matters requiring action.
 - 2.1.6 The Policy Board will be the ultimate authority for enforcing and ruling on conflicts in interpretation or lack of compliance with the Amended Agreement, these Bylaws or approved KGIS policies and procedures.
 - 2.1.7 The Policy Board shall have the power and responsibility to establish and amend from time to time at its discretion, a funding mechanism and allocation to pay all KGIS obligations on account of the ownership and operation of KGIS.
- 2.2 **NUMBER TERM AND QUALIFICATIONS.** The KGIS Policy Board is composed of three members: the City of Knoxville Mayor, the Knox County Mayor and the President and CEO of KUB. Each member shall hold office until resignation, retirement, removal or that member's successor shall have been elected and/or appointed as applicable.
 - 2.3 **CHAIRPERSON.** The KGIS Policy Board Chairperson shall preside at all meetings of the KGIS Policy Board. The Chairperson shall be elected by the Policy Board and will rotate annually amongst its three members, in the following order: KUB-City-County.
 - 2.4 **REGULAR MEETINGS.** The KGIS Policy Board shall meet on a quarterly basis unless canceled. The current presiding Chairperson, or the KGIS Director on behalf of the Chairperson, is responsible for calling for a cancellation of the regularly scheduled meeting.
 - 2.5 **SPECIAL MEETINGS.** A special meeting of the KGIS Policy Board may be called at the request of any of its three (3) members, or by the KGIS Director on behalf of one of the members. A call for a special meeting requires documented record of correspondence.
 - 2.6 **NOTICE OF MEETINGS.** An appropriate notice shall be given to the media and placed on the KGIS website at least two weeks prior to the scheduled date of any meeting of the KGIS Policy Board, unless the meeting is for an emergency purpose, whereupon notice that is reasonable under the circumstances shall be provided.
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- 2.7 CANCELLATION OF MEETINGS. Regularly scheduled meetings at which no action items are to be taken may be canceled by the current Chairperson, or by the KGIS Director on behalf of the current Chairperson.

To cancel any other scheduled meeting (other than the regularly scheduled ones having no action items) requires majority approval by the Board members. The motion to cancel may be made by any member, or by the KGIS Director on behalf of one of the members.

The Chairperson, or the KGIS Director on behalf of the current Chairperson, may reschedule a meeting due to inclement weather or other unforeseen circumstances that would limit effective deliberation.

- 2.8 VOTING. At all meetings of the KGIS Policy Board, each member present shall have one vote. No action may be taken by the Policy Board except by motion or resolution passed by a majority of the Policy Board.

- 2.9 QUORUM. A majority of the members of the KGIS Policy Board shall constitute a quorum for the transaction of business at any meeting of the KGIS Policy Board.

- 2.10 PROXIES. Each member may authorize another person to act for that member by proxy. Documented correspondence stating the name of the proxy and notice of the proxy's authority to vote on member's behalf is to be received by the Policy Board or by the KGIS Director on or before the time of the scheduled meeting or action.

- 2.11 PUBLIC COMMENT. The Policy Board shall provide an opportunity for public comment before a vote to take official action and during a public comment portion of the Policy Board meeting. Public comments will be limited to five (5) minutes per speaker unless waived by the Policy Board.

- 2.12 MINUTES. Witten minutes shall be kept of all Policy Board meetings which shall document all official action by the Policy Board.

- 2.13 CONFLICTS OF INTEREST. Any member of the KGIS Policy Board having a conflict of interest regarding a proposal before the KGIS Policy Board, shall abstain from any discussion or voting on such proposal, and shall advise the Board members prior to the meeting at which the proposal is scheduled to be heard.

A conflict of interest shall exist when a Policy Board member, or an immediate family member of a Policy Board member, may receive some financial or other private benefit, either direct or indirect, from a proposal being considered by the Policy Board.

- 2.14 ETHICAL STANDARDS. Pursuant to T.C.A. § 8-17-102, the Policy Board shall adopt ethical standards conforming to Tennessee law, including but not limited to the requirements of T.C.A. § 8-17-101 et seq.
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ARTICLE III. KGIS OFFICE

- 3.1 PURPOSE AND POWERS. The KGIS Office shall be responsible for the ongoing administration and operation of KGIS, as directed by the Policy Board. The KGIS Office consists of the KGIS Director and staff.
- 3.2 DUTIES OF THE KGIS DIRECTOR. The KGIS Director shall be responsible for the day to day operation of KGIS according to policies and procedures approved by the Policy Board and shall include but not be limited to the following:
- 3.2.1 Manage the operating and capital budget, including preparation and presentation for approval, daily management, and presentation of year-end audited financials
 - 3.2.2 Manage, develop and oversee KGIS Office staff
 - 3.2.3 Chair the Executive Committee
 - 3.2.4 Administer and Direct the KGIS Office to fulfill its duties as established in the Amended Tri-Party Agreement

ARTICLE IV. EXECUTIVE COMMITTEE

- 4.1 PURPOSE AND POWERS. The KGIS Executive Committee will provide oversight of the operations of KGIS and its members will advise the KGIS Director and their respective Policy Board member on matters of KGIS policies or operational procedures. Through its active support of an Advisory Council, the Executive Committee shall foster communication amongst key constituent departments and partner organizations of KGIS (*see Article V: Advisory Council*).
- 4.2 NUMBER, TERM AND QUALIFICATIONS. The Executive Committee shall be comprised of three (3) representatives, each of whom shall be appointed by that representative's respective Policy Board member. The term of each representative shall be until that representative resigns, retires or is formally replaced by that representative's respective Policy Board member.
- 4.3 MEETINGS. The Executive Committee shall meet on a quarterly basis, or more or less frequently as deemed necessary by its members or the KGIS Director.

ARTICLE V. ADVISORY COUNCIL

- 5.1 PURPOSE AND POWERS. The KGIS Advisory Council shall provide communication and feedback to the Executive Committee and the KGIS Director concerning problems, needs and suggestions of the KGIS audience, especially in regards to program development.
- 5.2 PARTICIPATION. The Advisory Council shall consist of KGIS users from key constituent departments of the City, County and KUB, and from KGIS partners.
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ARTICLE VI. GENERAL PROVISIONS

- 6.1 FISCAL YEAR. The fiscal year of the corporation shall begin July 1 and end June 30 each year.
- 6.2 BOOKS AND RECORDS. KGIS shall keep correct and complete books, records and minutes of the proceedings of the KGIS Policy Board, such minutes to be accepted at each next regular meeting of the Policy Board. KGIS financial records shall be audited annually by an external CPA, and the audit results shall be presented to the Policy Board.
- 6.3 OPEN RECORDS. The KGIS Policy Board shall adhere to the Open Records laws of the State of Tennessee, and shall develop and implement policies and procedures to comply with such laws.
- 6.4 OPEN MEETINGS. The KGIS Policy Board shall adhere to the Open Meetings laws of the State of Tennessee, and shall develop and implement policies and procedures to comply with such laws.
- 6.5 POLICIES AND PROCEDURES. A compilation of the policies and procedures adopted by KGIS shall be maintained in a *Catalog of Policies and Procedures* document.
- 6.6 RULES OF ORDER. When a parliamentary matter not covered by the Amended Tri-Party Agreement nor by the Bylaws arises, the current edition of *Robert's Rules of Order* shall apply.

ARTICLE VII. AMENDMENTS

- 7.1 AMENDMENTS TO THE BYLAWS. These Bylaws may be amended, repealed or suspended by the affirmative vote of the majority of the KGIS Policy Board members.
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